

# EXHIBIT 12

**JOINT WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
AND  
SHAREHOLDERS OF  
TAKEOVER INDUSTRIES INC.**

AUGUST 18, 2022

The undersigned, being all the members of the board of directors (the “**Board of Directors**”) and all of the shareholders (the “**Shareholders**”) of Takeover Industries Inc., a Nevada corporation (the “**Company**”), hereby waive the requirements of notice, including, without limitation, any specific requirement of prior notice for taking actions by written consent, and of a meeting, and do hereby take the following actions and adopt the following resolutions by unanimous written consent in lieu of a meeting (this “**Written Consent**”):

**WHEREAS**, the Board of Directors and Shareholders previously entered into that certain Convertible Note Purchase Agreement dated May 25, 2022, by and among the Company, James V. Deppoleto Jr., an individual (“**Purchaser**”), and for the limited purposes provided in Sections 4 and 11 thereof, Labor Smart, Inc., a Nevada corporation and majority shareholder of the Company, as well as that certain First Amendment there to dated July 6, 2022 (together, the “**Purchase Agreement**”);

**WHEREAS**, the Company and Purchaser desire to amend the Purchase Agreement to account for a third secured convertible promissory note to be issued to Purchaser in exchange for a principal amount of \$500,000 (the “**Third Note**”); and

**WHEREAS**, the Board of Directors and Shareholders desire to authorize and approve the aforementioned amendment to Purchase Agreement (the “**Second Amendment to Purchase Agreement**”) and issuance of the Third Note.

**NOW, THEREFORE, BE IT RESOLVED**, that the terms and conditions of the Second Amendment to Purchase Agreement are hereby adopted and approved, to be finalized and executed by and in the form and manner determined by the Company’s President, and that issuance of the Third Note shall be, and hereby is, accordingly approved;

**FURTHER RESOLVED**, that Company’s President, be, and hereby is, authorized, empowered and directed in the name and on behalf of the Company to execute and deliver the Second Amendment to Purchase Agreement and Third Note, and to consummate the transactions contemplated thereby;

**FURTHER RESOLVED**, that the Company’s President be, and hereby is, authorized and directed to do and perform or cause to be done and performed all such acts, deeds and things, and to make, execute, and deliver, or cause to be made, executed, and delivered, all such amendments, agreements, undertakings, documents, instruments, or certificates in the name of the Company and to incur and pay such expenses, fees, and taxes as shall, in such person’s discretion, be deemed necessary or advisable (such necessity or advisability to be conclusively evidenced by the execution thereof) to effectuate or carry out fully the purpose and intent of all of the foregoing resolutions; and that any and all such actions heretofore or hereafter taken by the President of the Company relating to and within the terms of these resolutions be, and they hereby are, adopted, affirmed, approved, and ratified in all respects as the act and deed of the Company;

**FURTHER RESOLVED**, that any and all other actions taken in good faith by the Company's Officers or the Board of Directors prior to the date of these resolutions on behalf of the Company in furtherance of the transactions contemplated by the foregoing resolutions are in all respects ratified, confirmed, and approved on behalf of the Company as its own act and deed, and shall be conclusively deemed to be such corporate act and deed for all purposes; and

**FURTHER RESOLVED**, that this Written Consent may be executed in counterparts (including by DocuSign, facsimile or electronic mail in portable document format (.pdf)), each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

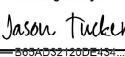
*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned, being all of the members of the Board of Managers, have executed this Written Consent to be effective as of the date first written above.

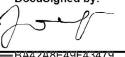
**BOARD OF DIRECTORS:**

DocuSigned by:  
  
16132780FC0A4

Toby McBride

DocuSigned by:  
  
863AD52120DE494

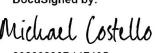
Jason Tucker

DocuSigned by:  
  
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Joseph Pavlik

**SHAREHOLDERS:**

**Labor Smart, Inc.**

DocuSigned by:  
  
08209338D117405

Michael Costello  
CEO